IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re: Chapter	11
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FRANCHISE GROUP, INC., et al., 1

Debtors.

Case No. 24-12480 (JTD)

(Jointly Administered)

AFFIDAVIT OF SERVICE

I, Melissa Diaz, depose and say that I am employed by Kroll Restructuring Administration LLC ("Kroll"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On December 6, 2024, at my direction and under my supervision, employees of Kroll caused the following documents to be served by the method set forth on the Core/2002 Service List attached hereto as **Exhibit A**:

Declaration of Christopher Grubb in Support of the Debtors' Motion for Entry of Orders (I) (A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief [Docket No. 334]

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

- Notice of Filing of Revised Exhibit to the Debtors' Motion for Entry of Orders (I) (A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief; and (II) (A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [Docket No. 335]
- Notice of Filing of Proposed Final Order (I) Authorizing the Debtors to (A) Obtain Senior Secured Priming Superpriority Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Claims with Superpriority Administrative Expense Status, (III) Granting Adequate Protection to the Prepetition Secured Parties, (IV) Modifying the Automatic Stay, and (V) Granting Related Relief [Docket No. 336] (the "Final Debtors in Possession Order")
- Debtors' Witness List for Second Day Hearing Set for December 10, 2024 at 10:00 a.m. (Prevailing Eastern Time) [Docket No. 338]
- Supplemental Declaration of David Orlofsky in Support of Critical Vendor Motion [Docket No. 339]
- Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 353]
- Order (A) Establishing Bar Dates and Related Procedures for Filing Proofs of Claim (Including for Claims Arising Under Section 503(b)(9) of the Bankruptcy Code) and (B) Approving the Form and Manner of Notice Thereof [Docket No. 354]
- Order Authorizing (A) the Debtors to Retain, Employ, and Compensate Certain Professionals Utilized by the Debtors in the Ordinary Course of Business Effective as of the Petition Date and (B) Waiving Certain Information Requirements of Local Rule 2016-2 [Docket No. 355]
- Debtors' Reply in Support of Motion for Postpetition Financing and Use of Cash Collateral [Docket No. 359]
- Debtors' Reply in Support of Debtors' Motion for Entry of Orders (A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief [Docket No. 360]
- Notice of Filing of Revised Proposed Order (A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors Assets, (B) Scheduling an Auction and a Sale Hearing and Approving the Form and Manner of Notice Thereof, (C) Approving Assumption and Assignment Procedures, and (D) Granting Related Relief [Docket No. 361]

• Debtors' Motion for Entry of an Order (A) Granting the Debtors Leave and Permission to File Replies in Support of the Debtors' (I) Critical Vendors Motion; (II) Dip Motion; and (III) Bidding Procedures Motion; and (B) Authorizing the Debtors to Exceed the Page Limit Requirement in Connection Therewith [Docket No. 362]

On December 6, 2024, at my direction and under my supervision, employees of Kroll caused the Final Debtors in Possession Order to be served (1) by the method set forth on the Banks Service List attached hereto as **Exhibit B**; (2) and via email on Mandel, Katz & Brosnan LLP, Allison Reich, Edward Leen, areich@mkbllp.com, eleen@mkbllp.com.

Dated: December 10, 2024

/s/ Melissa Diaz
Melissa Diaz

State of New York County of New York

Subscribed and sworn (or affirmed) to me on December 10, 2024, by Melissa Diaz, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ HERBERT BAER

Notary Public, State of New York No BA6205563 Qualified in Westchester County Commission Expires May 11, 2025

3 SRF 84319

Exhibit A

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horegate Station LLC, Hartville Station LLC, Jensen Beach Station LLC, Chapel Hill North Station LC, Five Town Station LLC, Golden Station LLC, Hamilton Ridge Station LLC, Hampton Village tation LLC, Memorial Kirkwood Station LLC, Orchard Square Station LLC, Rainbow Station Nor LC, Southfield Station LLC, Stone Gate Station LLC, Valvico Station LLC, Wheat Ridge Station LCC, Station LLC, Wheat Ridge Station LCC, Station LCC, Station LCC, Station LCC, Wheat Ridge Station LCC, Station	th	Attn: Monique B. DiSabatino, Mark Minuti 1201 North Market Street, Suite 2300 P.O. Box 1266	monique.disabatino@saul.com	Freeli
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Exhibit B

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Exhibit B Banks Service List Served as set forth below

ADRID	NAME	ADDRESS 1	ADDRESS 2	ADDRESS 3	CITY	CTATI	POSTAL CODE	EMAIL	METHOD OF SERVICE
ADRID	NAIVIE	Tess Jacinto, AVP-Pearlridge Asst Branch	ADDRESS 2	ADDRESS S	CITI	JIAII	POSTAL CODE	LIVIAIL	First Class Mail and
20407522	American Savings Bank	Manager	PO Box 2300		Honolulu	н	96804-2300	tjacinto@asbhawaii.com	Email
2946/323	Afficilitati Savings Balik	Manager	PO BOX 2300		попоши	пі	90804-2300	tjaciiito@asbiiawaii.com	First Class Mail and
20407520	Arvest Bank	Kennedy Merrill	2602 W. Gore Blvd		Laudan	ОК	73505	I man a maill (Company)	Email
29487529	Arvest Bank	Kennedy Merriii	2602 W. Gore Biva		Lawton	UK	/3505	kmerrill@arvest.com	First Class Mail and
20.4700.00	Acces Develo	Attus Turana Managara Dant	4250 La Jalla Villana Da	Cuite 110	C Di	64	02422	T	Email
29478908	Axos Bank	Attn: Treasury Management Dept	4350 La Jolla Village Dr.	Suite 140	San Diego	CA	92122	TreasuryManagement@axosbank.com	First Class Mail and
20407524	Dank of Amarica N.A	Farai S. Sanyangore, Senior Vice President,	104 W		ta a lita		00020 2725	familian and Object	
29487521	Bank of America, N.A.	Senior Relationship Manager	194 Wood Ave South, NJ7-550-04-02		Iselin	NJ	08830-2725	farai.sanyangore@bofa.com	Email First Class Mail and
20407520	Doub of Amorica N.A	Manuary Miller VD Treesury Officer	104 Wood Ave South NIZ FFO 04 02		Iselin	NJ	08830-2725		Email
29487520	Bank of America, N.A.	Maryann Miller, VP, Treasury Officer Paula Nicholson, Assistant Vice President -	194 Wood Ave South, NJ7-550-04-02		iseim	INJ	08830-2725	maryann.miller@bofa.com	First Class Mail and
20470724	Dank of Amarica N.A	*	101 F Kanarada Blad Cha F		T	- .	22502	and a sich day Object	
294/9/24	Bank of America, N.A.	Sales Support Associate	101 E Kennedy Blvd, Ste 5		Tampa	FL	33602	paula.m.nicholson@bofa.com	Email
20407520	2 1 54 : 114	B 1 1 1	4275 5 011 01 0 11 4200						First Class Mail and
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20470065	01000 1 1100		1200		GI :		50500		First Class Mail and
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	First Financial Bank	Kristen Howard	150 W Wilson Bridge Rd		Worthington	ОН	43085	Kristen.Howard@bankatfirst.com	Email
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Exhibit B Banks Service List Served as set forth below

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								First Class Mail and
29479721 Keybank National Association	Jeff Vergolini	127 Public Square		Cleveland	ОН	44114	jeffrey j vergolini@keybank.com	Email
								First Class Mail and
29479736 KeyBank National Association	Katie Glade	88 E. Broad St., Suite 200		Columbus	ОН	43215	Katie_B_Glade@keybank.com	Email
								First Class Mail and
29479737 M&T Bank	148 Vestal Pkwy			East Vestal	NY	13850	TreasuryCenter@mtb.com	Email
								First Class Mail and
29479738 PNC Bank, N.A.	Amy Townsell	One Old Capitol Plaza North	Mail Stop D2-Y771-01-5	Springfield	IL	62701	amy.townsell@pnc.com	Email
		·		· · ·			,	First Class Mail and
29479723 PNC Bank, N.A.	Chelsea Nakken	500 First Avenue		Pittsburgh	PA	15219	Chelsea.Nakken@pnc.com	Email
								First Class Mail and
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·	Nada Husseini, Vice President, Senior	,					9.	First Class Mail and
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29487527 Truist Bank	214 North Tryon Street			Charlotte	NC	28202		First Class Mail
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